



**Illinois
Central
Gulf**

An **IC Industries** Company

R. H. Hughes
Director
Treasury Operations

**Illinois Central
Gulf Railroad**
Two Illinois Center
233 North Michigan Avenue
Chicago, IL 60601 - 5799
(312) 565 1600

March 15, 1984

RECORDATION NO. 7229 Filed 1425

MAR 16 1984 - 12 10 PM

INTERSTATE COMMERCE COMMISSION

Honorable Agatha Mergenovich
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Dear Ms. Mergenovich:

Pursuant to the provisions of 49 U.S.C. Section 11303 and the applicable regulations of the Interstate Commerce Commission, there are herewith transmitted for filing and recording a number of counterparts of an Amendment (substitution and deletion of Equipment) of Illinois Central Gulf Railroad Equipment Trust Agreement, Series 7. This document is a secondary document dated as of March 15, 1984. The primary document to which this is connected was recorded under Recordation No. 7229 on November 17, 1973.

A check payable to the order of the Interstate Commerce Commission for the \$10.00 recording fee applicable to this filing is enclosed herewith.

The names and addresses of the parties to the document are as follows:

Trustee and Lessor:

Morgan Guaranty Trust Company of New York
30 West Broadway
New York, New York 10015

Lessee:

Illinois Central Gulf Railroad Company
233 North Michigan Avenue
Chicago, Illinois 60601

No. 4076A090
Date MAR 16 1984
Fee \$ 10.00

Washington, D. C.

A description of the equipment covered by this Amendment follows:

Three (3) GP-8 Locomotives, numbered 7911, 7963
and 7967

[Handwritten signatures and initials in the left margin]

A short summary of the document to appear in the index follows:

Amendment dated as of March 15, 1984, of an Equipment Trust Agreement dated as of November 15, 1973, with Recordation No. 7229, providing for the substitution of three (3) GP-8 locomotives.

It is respectfully requested that all counterparts not needed for the Commission's files be returned to the bearer of this letter with the Commission's recordation stamp shown thereon.

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. H. Hughes".

cc: W. H. Sanders

RECORDATION NO. 7278 Filed 1425

THIRD

MAR 16 1984 - 12 10 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated as of March 15, 1984

to

ILLINOIS CENTRAL GULF RAILROAD
EQUIPMENT TRUST AGREEMENT, SERIES 7
DATED AS OF NOVEMBER 15, 1973

MORGAN GUARANTY TRUST COMPANY OF NEW YORK, TRUSTEE

and

ILLINOIS CENTRAL GULF RAILROAD COMPANY

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT, dated as of March 15, 1984, by and between MORGAN GUARANTY TRUST COMPANY OF NEW YORK, a corporation duly organized and existing under the laws of the State of New York (hereinafter called the Trustee), and ILLINOIS CENTRAL GULF RAILROAD COMPANY (as successor to Illinois Central Railroad Company), a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the Company):

WHEREAS, in accordance with the provisions of a certain Equipment Trust Agreement, dated as of November 15, 1973, by and between the Trustee and the Company (hereinafter called the Agreement), certain Railroad equipment (hereinafter called the Trust Equipment) has been transferred to the Trustee and the title thereto vested in the Trustee; and the Trust Equipment was leased by the Trustee to the Company for the term and the rental and upon the conditions therein provided, which said Agreement constitutes Illinois Central Gulf Equipment Trust, Series 7; and

WHEREAS, said Agreement provides that sums paid to the Trustee (a) under the third full paragraph of Section 3.4 of Article III of the Agreement, together with any deposited cash then held (b) under the second full paragraph of Section 4.9 of Article IV of the Agreement and (c) under the first full paragraph of Section 4.7 of Article IV of the Agreement shall be applied by the Trustee to the Purchase of other railroad equipment; and

WHEREAS, the Trustee now holds sums arising from one or more sources listed in the preceding WHEREAS clause and the Company desires to cause to be vested in the Trustee the title to additional railroad equipment (hereinafter called Additional Trust Equipment), approved by the Company as to its qualification as substitute Equipment, to be acquired with funds in possession of the Trustee as aforesaid;

NOW, THEREFORE, for and in consideration of the rents hereinafter provided for and the covenants herein contained, this Supplemental Equipment Trust Agreement WITNESSETH as follows:

ARTICLE I

The Company does hereby cause to be sold, assigned, transferred and set over unto the Trustee, as Trustee for the owners of Illinois Central Gulf Equipment Trust Certificates, Series 7, the Additional Trust Equipment described in ARTICLE II hereof. The Company will deliver or cause to be delivered the said Additional Trust Equipment in accordance with the provisions of Section 3.1 of ARTICLE III of the said Agreement.

ARTICLE II

The Trustee, acting in pursuance of the aforesaid Agreement, has let and leased and does hereby let and lease to the Company the following Additional Trust Equipment (first put into service after May 1977) of Illinois Central Gulf Equipment Trust, Series 7, to wit:

<u>Car Number</u>	<u>Description</u>	<u>Present Fair Value</u>
7911	GP-8 Locomotive	\$237,929.00
7963	GP-8 Locomotive	237,929.00
7967	GP-8 Locomotive	237,929.00
Total - 3		<u>\$713,787.00</u>

ARTICLE III

The equipment described in ARTICLE II replaces, in whole or in part, certain railroad equipment originally let and leased under the Agreement, which has been destroyed. Such equipment includes in addition to that previously deleted from the Trust, the cars set out in Schedule A, attached hereto.

ARTICLE IV

The Trustee and the Company covenant and agree that the lease of the Additional Trust Equipment as provided in ARTICLE II hereof shall be upon and subject to the terms and conditions of the said Agreement, and such Additional Trust Equipment shall be part of the Trust Equipment, subject to all the terms and conditions of the said Lease and of the said Agreement in all respects as though it had been part of the original Trust Equipment specifically described in the said Lease.

ARTICLE V

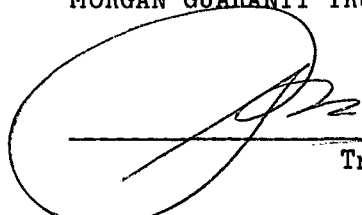
The Company, with all convenient speed, will cause this Supplemental Equipment Trust Agreement to be duly filed and recorded with the Interstate Commerce Commission in accordance with the provisions of Section 11303 of the Revised Interstate Commerce Act and will promptly furnish to the Trustee evidence of such filing and recordation and on opinion of counsel for the Company with respect thereto satisfactory to the Trustee. The Company covenants and agrees to pay the expenses connected with the preparation, execution, recording, registration and filing hereof and of any instruments executed under the provisions hereof.

ARTICLE VI

This Agreement may be simultaneously executed in any number of counterparts, each of which, so executed, shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

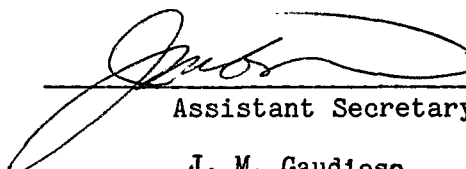
IN WITNESS WHEREOF, the Trustee and the Company have caused their names to be signed hereto and their respective corporate seals to be hereto affixed, duly attested, as of the day and year first above written.

MORGAN GUARANTY TRUST COMPANY OF NEW YORK



Trust Officer
J. N. Crean

ATTEST:



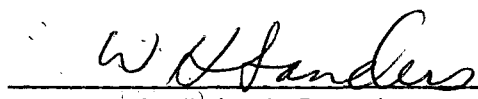
Assistant Secretary
J. M. Gaudio

ILLINOIS CENTRAL GULF RAILROAD COMPANY



Treasurer

ATTEST:



Assistant Secretary

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

On this 15th day of March 1984, before me personally appeared J. N. Crean, to me personally known, who, being by me duly sworn, says that he is a Trust Officer of Morgan Guaranty Trust Company of New York, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



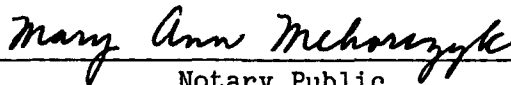
Notary Public

My commission expires:

WILLIAM P. MIFSUD, JR.
Notary Public, State of New York
No. 4785483
Qualified in Kings County
Commission Expires Mar. 30, 1985

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 15th day of March, 1984, before me, personally appeared SANDOR A. LOEVY, to me personally known, who, being by me duly sworn, says that he is Treasurer of Illinois Central Gulf Railroad Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My commission expires:

SEP 24 1984



ILLINOIS CENTRAL GULF EQUIPMENT TRUST, SERIES 7
CARS TO BE DELETED FROM TRUST

SCHEDULE A

<u>Car</u> <u>Number</u>	<u>Description</u>	<u>Car</u> <u>Number</u>	<u>Description</u>
ICG 516000	50-ton 50' Boxcar	ICG 566856	50-ton 50' Boxcar
ICG 516001	"	ICG 566857	"
ICG 516002	"	ICG 566858	"
ICG 516003	"	ICG 566860	"
ICG 516005	"	ICG 566861	"
ICG 516006	"	ICG 566862	"
ICG 516007	"	ICG 566863	"
ICG 516008	"	ICG 566865	"
ICG 516009	"	ICG 566866	"
ICG 516010	"	ICG 566867	"
ICG 516011	"	ICG 566868	"
ICG 516012	"	ICG 566869	"
ICG 516013	"	ICG 566870	"
ICG 516015	"	ICG 566871	"
ICG 516016	"	ICG 566872	"
ICG 516017	"	ICG 566874	"
ICG 516018	"	ICG 566875	"
ICG 516019	"	ICG 566876	"
ICG 516021	"	ICG 566878	"
ICG 516022	"	ICG 566879	"
ICG 516023	"	ICG 566880	"
ICG 516024	"	ICG 566881	"
ICG 516025	"	ICG 566882	"
ICG 516027	"	ICG 566883	"
ICG 516028	"	ICG 566884	"
ICG 516029	"	ICG 566887	"
ICG 516030	"	ICG 566888	"
ICG 516031	"	ICG 566889	"
ICG 516032	"	ICG 566890	"
ICG 516034	"	ICG 566891	"
ICG 516035	"	ICG 566892	"
ICG 516036	"	ICG 566900	"
ICG 516037	"	ICG 566901	"
ICG 516039	"	ICG 566902	"
ICG 516040	"	ICG 566903	"
ICG 516041	"	ICG 566904	"
ICG 516043	"	ICG 566906	"
ICG 516044	"	ICG 566907	"
ICG 516045	"	ICG 566908	"
ICG 516046	"	ICG 566909	"
ICG 516047	"	ICG 566910	"
ICG 516048	"	ICG 566911	"
ICG 516049	"	ICG 566912	"
		ICG 566913	"
		ICG 566914	"
ICG 566850	50-ton 50' Boxcar	ICG 566915	"
ICG 566851	"	ICG 566916	"
ICG 566852	"	ICG 566917	"
ICG 566853	"	ICG 566919	"
ICG 566854	"	ICG 566920	"
		ICG 566921	"
		ICG 566922	"
		ICG 566923	"